

Attachment B - Articles of Incorporation and Certificate of Authority

See Attached

For Ministry Use Only  
À l'usage exclusif du ministère



Ministry of  
Consumer and  
Ontario Business Services  
**CERTIFICATE**  
This is to certify that these articles  
are affixed to en

Ministère des Services  
aux consommateurs  
et aux entreprises  
**CERTIFICAT**  
Ceci certifie que les présents statuts  
sont en vigueur la

Ontario Corporation Number  
Numéro de la société en Ontario

1032798

1.

**DECEMBER 21 DÉCEMBRE 2001**

Director of Corporations  
Business Corporations Act / Loi sur les sociétés par actions

**ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION**

Form 3  
Business  
Corporations  
Act

Formule 3  
Loi sur les  
sociétés par  
actions

1. The name of the corporation is:

Dénomination sociale de la société:

1. The name of the corporation:																													
G	O	L	D		L	I	N	E		T	E	L	E	M	A	N	A	G	E	M	E	N	T		I	N	C	.	

2. The name of the corporation is changed to (if applicable):

Nouvelle dénomination sociale de la société(s'il y a lieu):


3. Date of incorporation/amalgamation:

Date de la constitution ou de la fusion:

1993 June 10

(Year, Month, Day)  
(année, mois, jour)

4. The articles of the corporation are amended as follows:

Les statuts de la société sont modifiés de la façon suivante:

The number of shares the Corporation is authorized to issue is changed from an unlimited number of common shares to 100 common shares.

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act. *La modification a été dûment autorisée conformément aux articles 168 et 170 (selon le cas) de la Loi sur les sociétés par actions.*

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on *Les actionnaires ou les administrateurs (selon le cas) de la société ont approuvé la résolution autorisant la modification le*

2001 December 21

(Year, Month, Day)  
(année, mois, jour)

These articles are signed in duplicate.

*Les présents statuts sont signés en double exemplaire.*

GOLD LINE TELMANAGEMENT INC.

(Name of Corporation)  
(Dénomination sociale de la société)

By/Par:

(Signature)  
(Signature)

President

(Description of Office)  
(Fonction)

**CERTIFICATE**

This is to certify that these articles are effective on

**JULY 14 JUILLET, 1993**

Ministère de  
la Consommation  
et du Commerce

**CERTIFICAT**

Ceci certifie que les présents statuts ontrent en vigueur le

Ontario Corporation Number  
Numéro de la compagnie en Ontario

**1032798**

*em D. Lin*

Director / Directeur  
Business Corporations Act / Loi de sur les compagnies

TRANS  
CODE

**C**

**ARTICLES OF AMENDMENT  
STATUTS DE MODIFICATION**

Form 3  
Business  
Corporations  
Act  
Formule  
numéro 3  
Loi  
sur les  
compagnies

1. The present name of the corporation is: Dénomination sociale actuelle de la compagnie:

**1 0 3 2 7 9 8 O N T A R I O I N C .**

2. The name of the corporation is changed to (if applicable): Nouvelle dénomination sociale de la compagnie (s'il y a lieu):

**G O L D L I N E T E L E M A N A G E M E N T I N C .**

3. Date of Incorporation/amalgamation: Date de la constitution ou de la fusion:

**10/06/93**

(Day, Month, Year)  
(jour, mois, année)

4. The articles of the corporation are amended as follows: Les statuts de la compagnie sont modifiés de la façon suivante:

**THAT the Articles of Incorporation be and they are hereby amended to change the name of the corporation to GOLD LINE TELEMAGEMENT INC.**

5. The amendment has been duly authorized as required by Sections 168 & 170 (as applicable) of the Business Corporations Act.

La modification a été dûment autorisée conformément à l'article 168 et, s'il y a lieu, à l'article 170 de la Loi sur les compagnies.

6. The resolution authorizing the amendment was approved by the shareholders/directors (as applicable) of the corporation on

Les actionnaires ou les administrateurs (le cas échéant) de la compagnie ont approuvé la résolution autorisant la modification

07 / 07 / 95

(Day, Month, Year)  
(jour, mois, année)

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire.

(Name of Corporation)  
(Dénomination sociale de la compagnie)

1032798 ONTARIO INC.

By/Par:

(Signature)  
(Signature)

(Description of Office)  
(Fonction)

Ataollah Moeini-Korbekandi  
(a.k.a. Ataollah Moeini) - president  
director

**DIRECTOR'S SPECIAL RESOLUTION**  
**OF**  
**1032798 ONTARIO INC.**

WE, the undersigned, being the directors of 1032798 Ontario Inc. (hereinafter referred to as the "Corporation"), do hereby consent to the following resolutions of the Corporation as evidenced by our signature hereafter in accordance with the Ontario Business Corporations Act this 7th day of July, 1995.

WHEREAS the Corporation was incorporated by Articles of Incorporation on June 10, 1993;

AND WHEREAS it is considered necessary and expedient in the interests of the Corporation to amend its Articles of Incorporation as hereinafter provided;

**CHANGE OF NAME**

NOW THEREFORE BE IT RESOLVED:

1. THAT the Articles of Incorporation be and they are hereby amended to change the name of the corporation to **GOLD LINE TELEMANAGEMENT INC.**
2. THAT upon the Articles of Amendment having become effective in accordance with the provisions of the Ontario Business Corporations Act the Articles of Incorporation are amended accordingly.
3. THAT the officers of the Corporation be and they are hereby authorized for and on behalf of the Corporation to execute and deliver the said Articles of Amendment and all such other documents and instruments and do such acts and things as may be requisite to give full effect to the resolution.

4. THAT the Secretary of the Corporation be and he is hereby authorized for and on behalf of the Corporation specifically to:
- (i) file a Notice of Change under the Corporations Information Act;
  - (ii) order a new corporate seal for the Corporation and prepare the necessary Directors Resolutions adopting the new corporate seal of the Corporation; and
  - (iii) prepare new Share Certificates for all of the issued shares in the capital of the Corporation.

AND WE, the directors of the Corporation, have signed.

\_\_\_\_\_  
Ataollah Moeini-Korbekandi  
(a.k.a. Ataollah Moeini)

\_\_\_\_\_  
Neda Moeini-Korbekandi  
(a.k.a. Neda Moeini)

WE, the undersigned, being the shareholders of 1032798 Ontario Inc., do hereby consent to and confirm the foregoing Change of Name resolution of the Corporation as evidenced by our signatures hereafter in accordance with the Ontario Business Corporations Act this 7th day of July, 1995.

AND WE, the shareholders of the Corporation, have signed.

\_\_\_\_\_  
Ataollah Moeini-Korbekandi  
(a.k.a. Ataollah Moeini)

\_\_\_\_\_  
Neda Moeini-Korbekandi  
(a.k.a. Neda Moeini)

This is to certify that these  
articles are effective on

Ministère de  
la Consommation  
et du Commerce  
**CERTIFICAT**  
Ceci certifie que les présents  
statuts entrent en vigueur le

**Ontario Corporation Number**  
**Numero de la compagnie en Ontario**

1032798

JUNE 10 JUN 1993

*ent D. 161*  
Director / Directeur  
Business Corporations Act / Loi de sur les compagnies

Trans Code	Life No	Stat	Comp Type	Method Incurr
A	0	0	A	3
18	25	28	29	30

  

Share	Notice Rec'd	jurisdiction
S	N	ONTARIO
31	32	33

## ARTICLES OF INCORPORATION STATUTS CONSTITUTIFS

Form 1  
Business  
Corporations  
Act  
1982  
Formula  
number 1  
Loi de 1982  
S.L. '88  
compagnies

1. The name of the corporation is: *Dénomination sociale de la compagnie:*

1032798

ONTARIO INC

**2. The address of the registered office is:** *Adresse du siège social:*

43 John Stiver Crescent

(Street & Number or R.R. Number & if Multi-Office Building give Room No.)  
(Rue et numéro ou numéro de la R.R. et, s'il s'agit d'un édifice à bureaux, numéro du bureau)

## Unionville

(Name of Municipality or Post Office)  
(Nom de la municipalité ou du bureau de poste)

L	3	R	9	B	1
---	---	---	---	---	---

(Postal Code)  
(Code postal)

Unionville

(Name of Municipality, Geographical Township)  
(Nom de la municipalité, du canton)

in the Regional Municipality of York  
dans la/r la (County, District, Regional Municipality)

3. Number (or minimum and maximum number) of directors is: *Nom:re (ou nombres minimal et maximal) d'administrateurs:*

minimum of one (1) & maximum of five (5)

4. The first director(s) is/are:

First name, initials and surname  
Prenom, initiales et nom de famille :

Residence address, giving street & No. or R.R. No. or municipality and postal code.  
Adresse personnelle, y compris la rue et le numéro, le numéro de la R.R. ou, le nom de la municipalité et le code postal

Resident  
Canadian  
State  
Yes or No  
Résident  
Canadien  
Oui/Non

ATAOLLAH  
MOEINI-KORBOKANDI

43 John Stiver Crescent  
Unionville, Ontario  
L3R 9B1

**Yes**



5 Restrictions, if any, on business the corporation may carry on or on powers the corporation may exercise

2  
*Limites, s'il y a lieu, imposees aux activites commerciales ou aux pouvoirs de la compagnie.*

None

6 The classes and any maximum number of shares that the corporation is authorized to issue

*Catégories et nombre maximal, s'il y a lieu, d'actions que la compagnie est autorisée à émettre:*

Unlimited number of common shares.

7 Rights, privileges, restrictions and conditions (if any) attaching to each class of shares and directors authority with respect to any class of shares which may be issued in series.

*Droits, privileges, restrictions et conditions, s'il y a lieu, rattaches a chaque categorie d'actions et pouvoirs des administrateurs relatifs a chaque categorie d'actions qui peut être émise en serie.*

None

8. The issue, transfer or ownership of shares is/is not restricted and the restrictions (if any) are as follows:

L'émission, le transfert ou la propriété d'actions est/n'est pas restreinte. Les restrictions, s'il y a lieu, sont les suivantes:

The right to transfer shares of the Corporation shall be restricted in that no share or shares of the Corporation shall be transferred or allotted without either:

- (i) The written executed approval of all of the Directors of the Corporation; and
- (ii) The approval of all of shareholders of the common shares of the Corporation for the time being outstanding expressed by resolution passed at a meeting of the shareholders of such common shares or by instrument or instruments in writing signed by the shareholders of all of the common shares.

9. Other provisions, if any, are:

*Autres dispositions, s'il y a lieu.*

5

n/a

10. The names and addresses of the incorporators are:

Nom et adresse des fondateurs:

First name, initials and surname of corporate name  
Prénom, initiale et nom de famille ou dénomination sociale

Full residence address or address of registered office or of principal place of business giving street & No. or R.R. No., municipality and postal code  
Adresse personnelle au complet, adresse du siège social ou adresse de l'établissement principal, y compris la rue et le numéro, le numéro de la R.R., le nom de la municipalité et le code postal

ATAOLLAH MOEINI-KORBEKANDI

43 John Stiver Crescent,  
Unionville, Ontario  
L3R 9B1

These articles are signed in duplicate.

Les présents statuts sont signés en double exemplaire

Signature of incorporator  
(Signature des fondateurs)

ATAOLLAH MOEINI-KORBEKANDI

Form **BCA-13.15**  
(Rev. Jan. 1995 )

APPLICATION FOR CERTIFICATE  
OF AUTHORITY TO  
TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

George H. Ryan  
Secretary of State  
Department of Business Services  
Springfield, IL 62756  
Telephone (217) 782-1834

This space for use by Secretary of State

**FILED**

MAR 28 2002

JESSE WHITE  
SECRETARY OF STATE

This space for use by  
Secretary of State

Date 3-28-02  
License Fee \$  
Franchise Tax \$ 150.00  
Filing Fee \$ 75.00  
Penalties \$  
Approved: \$ 225.00

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: Gold Line Telemanagement Inc.

(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: \_\_\_\_\_

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Ontario

(b) Date of Incorporation: June 10, 1993

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located:

(b) Address of principal office in Illinois:

180 West Beaver Creek Rd.

None (If none, so state)

Richmond Hill Ontario L4B 1B4 Canada

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent TCS Corporate Services, Inc.

First Name

Middle Name

Last Name

Registered Office One West Old State Capital Plaza

Ste. 805

Number

Street

Suite #

Springfield

62701

Sangamon

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

Ontario

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	<u>See Attached</u>			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:  
(If not sufficient space to cover this point, add one or more sheets of this size.)

**Provide Telecommunication Services**

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		No Par Value	100	100

9. Paid-in Capital: \$ 3,000,000.00

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 500,000.00
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 0
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1,000,000.00
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 50,000.00

11. Interrogatories: (Important – this section must be completed.)

★ **180 West Beaver Creek Rd., Richmond Hill, Ontario L4B 1B4 Canada**

- \*\* (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: ★
- (b) Number of shares of all classes owned by residents of Illinois: 0
- (c) Number of shares of all classes owned by non-residents of Illinois:
- (d) Is the corporation transacting business in this state at this time? No
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated 26 November, 2001

Gold Line Telemanagement Inc.

(Exact Name of Corporation)

attested by [Signature]  
(Signature of Secretary or Assistant Secretary)

by [Signature]  
(Signature of President or Vice President)

Ata Moeini Secretary  
(Type or Print Name and Title)

Ata Moeini President  
(Type or Print Name and Title)

\* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

\*\* When the response to #11(a) lists ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

**LIST OF OFFICERS & DIRECTORS OF**  
**Gold Line Telemanagement Inc.**

**Officers**

**Residential Addresses:**

**Ata Moeini, President & Secretary 12 Old Jane Street, Thorn Hill, Ontario L4J 7K3 Canada**

**Directors**

**Ata Moeini**

**All the above referenced Officers & Directors can be reached at:  
180 West Beaver Creek Road, Richmond Hill, Ontario L4B 1B4 Canada**